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DAMON R. TALLEY

ATTORNEY AT LAW

March 9, 2006

Ms. Beth O'Donnell  
Executive Director  
Public Service Commission  
PO Box 615  
Frankfort, KY 40602

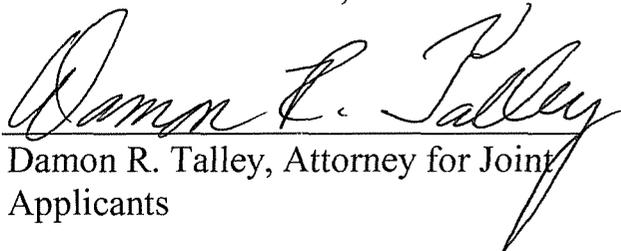
RECEIVED  
MAR 13 2006  
PUBLIC SERVICE  
COMMISSION

RE: Case No. 2005-00433  
Transfer Application  
Proposed Transfer of Stock from  
Nuon Global Solutions USA BV  
to Hydro Star, LLC

Dear Ms. O'Donnell:

Enclosed for filing are the original and eight (8) copies of the Joint Applicants' Motion for the Commission to Withdraw Its March 8, 2006 Order and Issue a New Order.

Yours truly,  
DAMON R. TALLEY, P.S.C.

  
Damon R. Talley, Attorney for Joint  
Applicants

DRT:ms

Enclosures

cc: David Spenard, Attorney General's Office  
6/Utilities Inc./O'Donnell 3-9-06

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

IN THE MATTER OF:

THE JOINT APPLICATION OF )  
NUON GLOBAL SOLUTIONS USA, BV, )  
NUON GLOBAL SOLUTIONS USA, INC., )  
AIG HIGHSTAR CAPITAL II, LP, )  
HYDRO STAR, LLC, UTILITIES, INC. )  
AND WATER SERVICE CORPORATION )  
OF KENTUCKY FOR APPROVAL OF AN )  
INDIRECT CHANGE IN CONTROL OF A )  
CERTAIN KENTUCKY UTILITY PURSUANT )  
TO THE PROVISIONS OF KRS 278.020 (5) )  
AND (6) AND 807 KAR 5:001 (8) )

RECEIVED  
MAR 13 2006  
PUBLIC SERVICE  
COMMISSION

CASE No. 2005-00433

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**MOTION OF JOINT APPLICANTS**  
**FOR COMMISSION TO WITHDRAW ORDER**  
**AND ISSUE NEW ORDER**

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Come the Joint Applicants, Nuon Global Solutions USA, B.V. (“Nuon BV”), Nuon Global Solutions USA, Inc. (“Nuon USA”), AIG Highstar Capital II LP (“Highstar”), Hydro Star, LLC (“Hydro Star”), Utilities, Inc. (“Utilities”) and Water Service Corporation Of Kentucky (“Water Service”), (the “Joint Applicants”), and move the Commission to withdraw its March 8, 2006 Order approving the proposed transfer and issue a new Order which omits the material

which the Joint Applicants deem to be confidential. For cause, the Joint Applicants state as follows:

1. On March 8, 2006, the Commission issued an Order approving the proposed transfer of control of Water Service.

2. Unfortunately, the Order contained certain information which the Joint Applicants deem to be confidential. In particular, the Joint Applicants believe that the following specific provisions of the Commission's March 8, 2006 Order disclose confidential information:

A. Paragraph 11 on page 3 of the Order;

B. Paragraph 13 on page 4 of the Order; and

C. Paragraph 16 on page 4 of the Order.

3. The Joint Applicants respectfully request the Commission to issue a new Order, nunc pro tunc, which deletes all monetary references in paragraphs 11, 13 and 16 of the Order.

4. Public disclosure of the monetary amounts contained in paragraphs 11, 13 and 16 of the Order will result in an unfair, commercial advantage to competitors of the Joint Applicants.

5. The Joint Applicants are cognizant that the Commission's Order was issued on the last day of the 120 day statutory review period set forth in KRS 278.020(6). The Joint Applicants are not asking the Commissioner to withdraw its

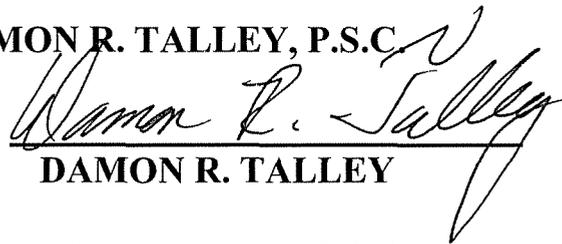
March 8, 2006 Order so the proposed transfer can be deemed to have been approved without the conditions set forth in the March 8, 2006 Order. The Joint Applicants wish to allay any fears that the Commission might have concerning this issue. If the Commission grants this Motion and issues a substitute Order which omits the confidential information, the Joint Applicants will not take the position on appeal that the substitute Order was not timely issued and, therefore, no conditions can be attached to the transfer approval.

6. The Joint Applicants have just discovered that numerous documents containing confidential information are available for public access. These documents were filed in both Case No. 2005-00323 and Case No. 2005-00433. The Joint Applicants will be filing, pursuant to 807 KAR5:001, Section 7, an application for confidential treatment of these documents. The Joint Applicants are currently cataloging all such documents and all references to this confidential information. In the interim, the Joint Applicants respectfully request the Commission to withdraw from its website the electronic version of all documents that have been filed in Case No. 2005-00323 and Case No. 2005-00433.

WHEREFORE, the Joint Applicants respectfully request the Commission to grant the relief herein requested.

Respectfully submitted this 9<sup>th</sup> day of March, 2006.

**DAMON R. TALLEY, P.S.C.**

BY:   
**DAMON R. TALLEY**

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**HIGHSTAR, HYDRO STAR,**

**UTILITIES, INC. AND WATER**

**SERVICE**

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**CERTIFICATE OF SERVICE**

This is to certify that a true copy of ~~the~~ foregoing pleading was served by first class U.S. Mail, postage prepaid this 9<sup>th</sup> day of March, 2006 to the following:

Honorable David E. Spenard  
Assistant Attorney General  
1024 Capital Center Drive, Suite 200  
Frankfort, KY 40601-8204

  
**DAMON R. TALLEY**